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AMENDMENT OF OIL AND GAS LEASE

STATE OF TEXAS

§

Electronically Recorded
Chesapeake Operating, Inc.

COUNTY OF TARRANT

§

KNOW ALL MEN BY THESE PRESENTS:
10581706

This Amendment of Oil and Gas Lease ("Amendment") is executed by FORT WORTH INDEPENDENT SCHOOL DISTRICT, whose address is 100 North University Drive, Suite SW 170, Fort Worth, Texas 76107 ("Lessor"), and CHESAPEAKE EXPLORATION, L.L.C., the address of which is P. O. Box 18496, Oklahoma City, Oklahoma 73154-0496 and Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002 ("Chesapeake") for the purposes and considerations hereinafter expressed.

WHEREAS, Lessor and Chesapeake entered into that certain Oil and Gas lease (the "Lease") dated June 22, 2010, covering tracts of land owned by Lessor located in Tarrant County, Texas, as further described on the attached Exhibit "A".

WHEREAS, Total E&P USA, Inc. acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease, and Total E&P USA, Inc. and Chesapeake (collectively "Lessee") are the current owners of the leasehold interest in the Lease, and Lessee and Lessor desire to amend the Lease as follows.

NOW, THEREFORE, Lessee and Lessor, for good and valuable consideration and the covenants and agreements stated herein, hereby amend the terms of the Lease as set forth below:

1. Paragraph 7 of the Lease is hereby deleted in its entirety and replaced by the following new paragraph 7:

"7. Pooling. Lessee may pool the Land with contiguous acreage to form pooled units for the production of oil and gas or either of them. The unit formed by such pooling for an oil well (other than horizontal completion) shall not exceed 40 acres plus a maximum acreage tolerance of 10%, and for a gas well or a horizontal completion shall not exceed 320 acres plus a maximum acreage tolerance of 10%; provided that a larger unit may be formed for an oil well or a gas well or horizontal completion to conform to any well spacing or density pattern that may be prescribed or permitted by any governmental authority having jurisdiction to do so or for the purpose of obtaining a greater allowable rate of production pursuant to any applicable law or regulation. The unit formed will become effective when Lessee files in the Real Property Records of the county where the Land is located a document describing the pooled acreage and depths for the pooled unit. Lessee shall deliver a copy of the document to Lessor. Lessee may at its election exercise its pooling option before or after commencing operations. Operations for drilling on or production of oil or gas from any part of

a pooled unit that includes land covered by this Lease shall be considered as operations on or production of oil or gas from the portion of the Land included in the pooled unit. That part of the Land included in a pooled unit will be considered to be a Retained Tract, and the provisions of this Lease that provide for termination of the Lease insofar as the Lease covers depths below the base of the deepest producing formation and other provisions relating to Retained Tracts shall apply. There shall be allocated to the Land included in the unit that prorated portion of the oil and gas, or either of them, produced from the pooled unit that the number of surface acres of the Land included in the unit bears to the total number of surface acres included in the unit. Royalties shall be computed on the portion of production allocated to the Land. Any unit formed may not be amended without the written consent of Lessor. Insofar as the Land is composed of separate tracts ("Tracts"), No portion of any Tract shall be included in a pooled unit unless all of the Tract is included in a pooled unit; however, the entirety of such Tract does not need to be included in the same pooled unit. This Lease, insofar as the Land is composed of Tracts, shall be considered a separate and distinct lease for each Tract. All of the Land is included in this Lease only for simplicity. The provisions of this Lease will apply to each Tract independently.

2. This Amendment shall be binding upon and inure to the benefit of each of the parties hereto and their respective successors and assigns, and may be executed in multiple counterparts, each of which shall be deemed to be an original and shall be binding upon each party executing the same whether or not it is executed by all.

3. Terms defined in the Lease shall have the same meaning in this Amendment.

4. It is further understood and agreed by all parties hereto that the provisions contained herein shall supersede any provision to the contrary in said Lease described herein, however in all other respects, said Lease and the prior provisions thereto, shall remain in full force and effect.

EXECUTED on the date(s) subscribed to the acknowledgements below, but effective as of the 22th day of June, 2010.

LESSOR:

FORT WORTH INDEPENDENT SCHOOL DISTRICT

By: 

Name: Ray Dickerson, President

Title: Board of Education
Fort Worth Independent School District

LESSEE:

CHESAPEAKE EXPLORATION L.L.C. , an
Oklahoma limited liability company

By: _____

Henry J. Hood, Senior Vice President
Land and Legal & General Counsel

[Handwritten signature]
[Handwritten initials]

2F6

LESSEE:

TOTAL E&P USA, INC.,
a Delaware corporation

By: _____

Title: _____

Eric Bonnin
Vice President, Business Development & Strategy

[Handwritten signature]

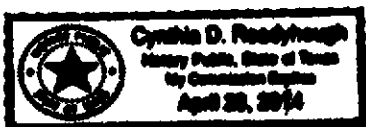
ACKNOWLEDGMENTS ON FOLLOWING PAGES

ACKNOWLEDGMENTS

STATE OF TEXAS §
 §
 COUNTY OF TARRANT §

The foregoing instrument was acknowledged before me, on this 19th day of November, 2010 by Ray Dickerson, President, Board of Education, on behalf of said Fort Worth Independent School District.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the day and year last above written.



Notary Public in and for the State of Texas

Signature of Notary Cynthia D. Readyhough
CYNTHIA D. READYHOUGH
 (Print Name of Notary Here)

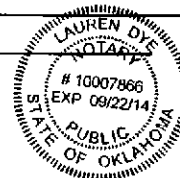
SEAL:

My Commission Expires: 4-23-2014

STATE OF OKLAHOMA §
 §
 COUNTY OF OKLAHOMA §

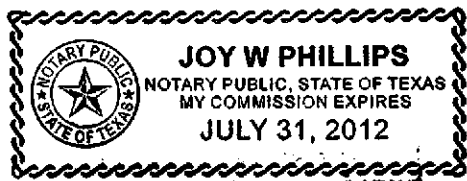
This instrument was acknowledged before me on this 8th day of December, 2010, by Henry J. Hood, as Senior Vice President – Land & Legal and General Counsel of Chesapeake Operating, Inc., general partner of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, on behalf of said limited liability company.

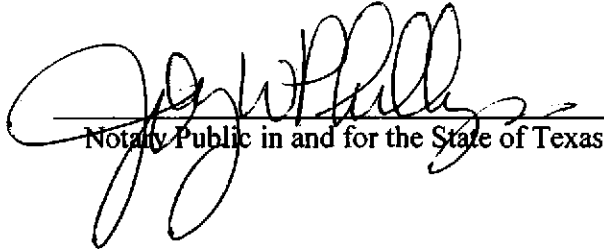
Lauren Dye
 Notary Public, State of Oklahoma
 Printed Name: _____
 My commission expires: _____



STATE OF TEXAS §
 §
COUNTY OF HARRIS §

2011 The foregoing instrument was acknowledged before me this 28th day of January,
2010, by Eric Bonnin, as Vice President Business Development & Strategy
of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and on behalf of such
corporation.




Notary Public in and for the State of Texas

**Exhibit A
Land Description**

Attached to and made a part of that certain Amendment of Oil and Gas Lease

Tract 1- #002 Arlington Heights High School

29.041 acres, more or less, being Lot 1, Block 1, Arlington Heights High School Addition, an addition to the City of Fort Worth, Tarrant County, Texas, being a part of the Hollingworth and Barnett Survey, Abstract Number 796, as described in that certain Plat, recorded in Volume A, Page 8044, Tarrant County, Texas.

Tract 2- #002 Arlington Heights High School I-30 Reservation

2.2391 acres, more or less, out of the Hollingworth & Barnett Survey, Abstract Number 796, as described in that certain Warranty Deed, recorded in Volume 8896, at Page 1547, as described by metes and bounds as follows:

POINT OF BEGINNING is at the Northeast corner of said Lot 1 in Block 14 of the West Fort Worth Land Company Fourth Filing to Arlington Heights, which Point of Beginning is the intersection of the West line of the right of way for Ashland Avenue and the South line of the existing right of way for Interstate Highway 30 and is also the Northeast corner of the parcel of land herein described:

THENCE South 00° 25' 00" West along the said West line of the right of way for Ashland Avenue, a distance of 116.47 feet to a point in the South line of the expanded right of way for Interstate Highway 30 which point is 174.34 feet Southerly from and at right angle to Interstate Highway 30 Centerline Survey Station 17+16.11 and is North 00°25'00" East, a distance of 149.53 feet from the Southeast corner of Lot 40 in said Block 14 of the Chamberlin Arlington Heights Addition Fourth Filing; the said point is also the Southeast corner of the parcel of land herein described;

THENCE North 43°03'00" West along the said South line of the expanded right of way for Interstate Highway 30, a distance of 14.52 feet to a point; A-796, Arlington Heights High School Addition, TARRANT COUNTY, TEXAS

THENCE North 86°31'00" West continuing along the said South line of the expanded right of way for Interstate Highway 30, a distance of 53.37 feet to a point of tangency;

THENCE Westerly continuing along the said South line of the expanded right of way for Interstate Highway 30 on a curve to the left that has a radius of 11,439.16 feet through a central angle of 04°4'36", a distance of 933.70 feet to a point;

THENCE South 49°40'00" West continuing along the said South line of the expanded right of way for Interstate Highway 30, a distance of 77.84 feet to a point in the West boundary line of said Lot 21 in Block 125 of the Chamberlin Arlington Heights Addition First Filing; which point is also on the East line of the right of way for Hulen Street and is the Southwest corner of the parcel of land herein described;

THENCE Northerly along the said East line of the right of way for Hulen Street on a curve to the right that has a radius of 1,135.92 feet through a central angle of 04°38'24", a distance of 91.99 feet to a point in the said curve whose center bears South 76°55'49" East;

THENCE Northeasterly continuing along the said East line of the right of way for Hulen Street, which is on a curve to the right that has a radius of 70.00 feet through a central angle of 77°32'00", a distance of 94.72 feet to a point of tangency; which point is in the said South line of the existing right of way for Interstate Highway 30 and is the Northwest corner of the parcel of land herein described;

THENCE South 89°24'00" East along the said South line of the existing right of way for Interstate 30, a distance of 970.60 feet to the POINT OF BEGINNING.

**Tract 3- #053 Monnig Middle School
#154 Mary Louise Phillips Elementary**

14.792 acres, more or less, being Lot 1, Block 1, Monnig Middle School Addition, an addition to the City of Mansfield, Tarrant County, Texas, being part of the Hays Covington Survey, Abstract Number 256, as described in that certain Plat, recorded in Cabinet A, Slide 7491, Plat Records, Tarrant County, Texas.

Tract 4- #058 Stripling Middle School

7.588 acres, more or less, being Lots One (1) to Thirty Eight (38), inclusive, being all of Block Twenty Five (25), Hill Crest Addition, an Addition to the City of Fort Worth, Tarrant County, Texas, being part of the George Kinder Survey, Abstract Number A-894, as described in that certain Plat recorded in Volume 388, at Page 17, Plat Records, Tarrant County, Texas.

Tract 5- #149 North High Mount High School

4.212583 acres, more or less, being Block 1, Lots 1-12 West Highlands Addition to Hi-Mount in the City of Fort Worth, Texas. Also those portions of ground not hereinabove specifically described which have heretofore constituted a part of a certain alley 15 feet in width and running East and West through Block 1 of West Highland, an addition to Hi-Mount in the city of Fort Worth, Tarrant County, Texas, according to a plat and dedication recorded in Book 309, page 56, of the Deed Records of Tarrant County, Texas and also all of those portions of ground that have heretofore constituted a part of what is known as Bertrose Avenue, as also appears from the said plat and dedication aforementioned, the said alley being immediately adjacent and contiguous to said Lots 1 to 11 both inclusive and the said Bertrose Avenue, being immediately adjacent and contiguous to said Lots 1 and 2, in the J. R. Montgomery Survey, Abstract Number 1030, Tarrant County, Texas.

Lots 14-22 Tipton Place Addition to Hi-Mount, Fort Worth, Texas. Also those portions of ground not hereinabove specifically described which have heretofore constituted a part of a certain alley 15 feet in width and running East and West through Block 1 of West Highland (now in the city of Fort Worth, Tarrant County, Texas) according to plats and dedications recorded in Book 309, page 56 and Book 665, page 338, of the Deed Records of Tarrant County, Texas and also all of those portions of ground that have heretofore constituted a part of what is known as

Bertrose Avenue, as also appears from the said plat and dedication aforementioned both the said alley and the said Bertrose Avenue, being immediately adjacent and contiguous to said Lot 22, in the J. R. Montgomery Survey, Abstract Number 1030, Tarrant County, Texas. ABSTRACT NUMBER 1030, J. R. MONTGOMRY, TARRANT COUNTY, TEXAS

Tract 6- #166 South Hi Mount

5.4178 acres, more or less, being Lot 1R, Block 1R, of Chamberlin Arlington Heights Fourth Filing, an addition to the City of Fort Worth, Tarrant County, Texas, being part of the Hollingsworth & Barnett Survey, Abstract 796, as described in that certain Amending Plat, recorded in Volume A, Page 8003, Plat Records, Tarrant County, Texas.

Tract 7- #107 Burton Hill Elementary

15.940 acres, more or less, as described in that certain Warranty Deed recorded in Volume 2828, at Page 601, Tarrant County, Texas, described by metes and bounds as follows:

BEGINNING at a point in the south line of the N.H. Carroll Survey, Abstract Number 264, and being the northeast corner of the R. Bissett Survey, Abstract Number 193, and the northwest corner of the J. Kinder Survey, Abstract Number 893;

THENCE north 89 deg. 45 min. west 1261.7 feet to a point in the east line of Burton Hill Road;

THENCE north 0 deg. 15 min. east with the east line of said Road 519.5 feet to a point;

THENCE south 89 deg. 34 min. east 1367 feet to a point;

THENCE south 0 deg. 15 min west 515.4 feet to a point in the south line in the said N. H. Carroll Survey and the north line of the J. Kinder Survey;

THENCE north 89 deg. 36 min. west with the south line of said Carroll Survey 105.3 feet to the PLACE OF BEGINNING,

SAVE AND ECXEPT HOWEVER, the following described tract which is not hereby conveyed:

BEGINNING at a point for the southwest corner of this tract on the east line of Burton Hill Road, same being north 89 deg. 45 min. west 1261.7 feet, and north 0 deg. 15 min. east 21.5 feet from the northeast corner of the R. Bissett Survey;

THENCE south 89 deg. 45 min. east, 194 feet to a appoint for the southeast corner of this tract;

THENCE north 0 deg. 15 min. east 68 feet to a steel rod for northeast corner of this tract;

THENCE north 89 deg. 45 min. west 194 feet to a steel rod for the northwest corner of this tract and on the east line of Burton Hill Road;

THENCE south 0 deg. 15 west 68 feet to the PLACE OF BEGINNING;

Leaving a hereby conveyed total of 15.94 acres, more or less.

Tract 8- Thomas Place

2.68595 acres, more or less, being all of Lots 1 to 6 inclusive, in said Block 20 and Lots 19 to 24 inclusive, in said Block 24, and the property lying between said Lots 1 to 6 and 19 to 24 of Hillcrest Addition-Fort Worth, an Addition in Tarrant County, Texas, being a part of the George Kinder Survey, Abstract Number 894, according to the Plat recorded in Volume 388, Page 17, Plat Records, Tarrant County, Texas

Tract 9- #015 Western Hills High School

33.472 acres, more or less (Tract 1&2) Tract 1: Lot 1, Block 1 of the Western Hills High School Addition, an addition to the City of Benbrook, Tarrant County, Texas, according to the Plat recorded in Cabinet A, Slide 6960, Plat Records, Tarrant County, Texas Tract 2: A 8.499 acre tract of land, the Hays Covington Survey, Abstract Number 256, as described in that certain Warranty Deed, recorded in Volume 6363, Page 859, Deed Records, Tarrant County, Texas, described by metes and bounds as follows:

BEGINNING at a point in the East line of Boston Avenue and in the West line of said Tract C, said point being the northwest corner of a 0.168 acre tract in said Tract C conveyed Benbrook Water and Sewer Authority by deed recorded in Volume 5374, Page 104, Deed Records, Tarrant County, Texas;

THENCE North along the East line of Boston Avenue and along the West line of said Tract C, 527.0 feet to an iron pin for corner;

THENCE South 82 degrees 17 minutes, 40 seconds East, 763.7 feet to an iron pin for corner, said pin being the northwest corner of Tract C-22, Boston Heights Addition, to the City of Benbrook, Tarrant County, Texas, according to the Plat recorded in Volume 388-100, Page 39, Plat Records, Tarrant County, Texas;

THENCE South 16 Degrees 58 Minutes West 520.4 feet to an iron pin for corner in the South line of Tract C;

THENCE West along the South line of said Tract C, 505.0 feet to a point for corner, said point being the southeast corner of said 0.168 acre tract;

THENCE North, along the East line of said 0.168 acre tract, 60.0 feet to a point for corner, said point being the Northeast corner of said 0.168 acre tract;

THENCE West, along the north line of said 0.168 acre tract, 100.0 feet to the point of beginning and containing 8.499 acres of land. Abstract Number 256, Western Hills High School Addition, Tarrant County, Texas

Tract 10- #061 Leonard Middle School

18.405 acres, more or less, being Lot 1R-1, Block 58; Western Hills Addition, an addition to the City of Fort Worth, Tarrant County, Texas, being part of the Hays Covington Survey, Abstract number 256, according to the Plat thereof recorded in Cabinet A, Slide 8027, Plat Records, Tarrant County, Texas.

Tract 11- #221 Western Hills Primary

6.6426 acres, more or less, being Lot 1, Block 92, Western Hills Addition, Phase VII, an addition to Tarrant County, Texas, being part of the Hays Covington Survey, Abstract Number 256, as described in that certain Plat, recorded in Volume 388-45, at Page 81, Plat Records, Tarrant County, Texas.

Tract 12- #180 Western Hills Elementary

10.1629 acres, more or less, being Lot 1R, Block 35R, Western Hills Addition, Phase III, an addition to Tarrant County, Texas, being part of the Hays Covington Survey, Abstract Number 256, as described in that certain Plat, recorded in Volume A, at Page 8038, Plat Records, Tarrant County, Texas.

Tract 13- #176 Waverly Park Elementary

6.80 acres, more or less, being Block 6, Western Hills, Section Two, an addition to the City of Fort Worth, Tarrant County, Texas, being a part of the H. Covington Survey in Abstract Number 256, according to plat recorded in Volume 388-4, Page 287, Plat Records of Tarrant County, Texas.

Tract 14- Walmart Reservation/Carswell NAS/JRB Willis Cartwright Elementary

9.00 acres, more or less, being part of the John Shreeve Survey, Abstract Number 1456 and the John Collett Survey, Abstract Number 262, as described in that certain Warranty Deed, recorded in Volume 8563, at Page 899, Tarrant County, Texas, described by metes and bounds as follows:

BEGINNING at a point for the intersection of the center line for General Yount Drive with a north boundary line for a tract of land designated as Government Tract No. E-456 for Carswell Air Force Base for the corner common to the Fort Worth ISD, et al, property and the Buccoo Homes, Inc., et al, property, said point of beginning also being located 712 feet more or less, north 89 degrees 22' west, and 416 feet, more or less, south 00 degrees 08' east , from the southeast corner for said Shreeve Survey;

THENCE along the common line between said Fort Worth ISD property and the boundary line for Carswell Air Force Base as follow: north 89 degrees 22' west 293 feet, more or less, to a point for the corner common to said Fort Worth ISD and a tract of land designated as Government Tract No. E-501 for said Carswell Air Force Base;

THENCE north 00 degrees 38' east, 696.40 feet t a point for the northwest corner for said Fort Worth ISD and a re-entrant corner for said Carswell Air Force Base;

THENCE south 89 degrees 22' east 779.55 (Surveys 780.5 feet) feet to a point in the westerly right-of-way line for said General Yount Drive;

THENCE departing from the common between said Fort Worth ISD property and Carswell Air Force Base, continuing along the north boundary line for said Fort Worth ISD property, south 89 degrees 22 feet east, 32.24 feet to a point in the center line for said General Yount Drive, same being the westerly boundary line for said Buccoo Homes, Inc., property;

THENCE along the center line for said General Yount Drive, same being the common line between said Fort Worth ISD and Buccoo Homes properties, in a southwesterly direction, 868 feet, more or less, to the point of beginning, containing 9.00 acre, more or less, of which 0.64 acre more of less, is included in the right-of-way line for said General Yount Drive.

Tract 15- #063 Como Montessori

3.236455 acres, more or less, being Lot 1R, Block 368, Chamberlin Arlington Heights Second Filing, an Addition to the City of Fort Worth, Tarrant County, Texas, a part of the S. H. McEntire Survey, Abstract Number 1006, as described in the Plat recorded in Volume A, Page 7742, Plat Records, Tarrant County, Texas.

Tract 16- #117 Como Elementary

3.5235 acres, more or less, Tract 1: Being Lots 17, 18, 19 and 20, Block 82, of Chamberlin Arlington Heights, 2nd Filing, an Addition to the City of Fort Worth, Tarrant County, Texas, according to the Plat recorded in Volume 63, Page 40, Plat Records, Tarrant County, Texas. Tract 2: Lot 1R, Block 81, Chamberlin Arlington Heights, 2nd Filing, an Addition to the City of Fort Worth, Tarrant County, Texas, according to the Plat recorded in Volume A, Page 7742, Plat Records, Tarrant County, Texas.

End of EXHIBIT "A"

Record & Return to:
Chesapeake Operating, Inc.
P.O. Box 18498
Oklahoma City, OK 73154